



ASTALDI Società per Azioni

Registered Office - Via Giulio Vincenzo Bona 65, Rome

Share capital Euro 196,849,800.00 - fully paid-up

Registered with the Register of Companies of Rome

under taxpayer code No. 00398970582

R.E.A. No. 152353

VAT No. 00880281001

An Ordinary and Extraordinary Meeting of the Shareholders entitled to vote is called to be held at the Company's registered office in Rome, Via Giulio Vincenzo Bona 65, on the 30th of April, 2014, at 9,00 a.m. at first calling and, if necessary, at second calling on the 2nd of May, 2014, same place and time, to discuss and resolve upon the following

agenda:

Ordinary session:

1. Approval of the Company's Financial Statements as of December 31, 2013.
Resolutions relating thereto and deriving therefrom.
2. Resolutions on the purchase and sale of Company's own shares.
3. Resolutions on the remuneration policy.

Extraordinary session:

1. Amendments to the Company's By-Laws (Art. 19).

SHARE CAPITAL AND VOTING RIGHTS.

The subscribed and paid-up share capital of Astaldi S.p.A. amounts to € 196,849,800.00 and is divided into 98,424,900 common shares of a nominal value of Euro 2.00 each, of which 555,153 treasury shares presently held. Each share entitles its registered holder to one vote, exclusive of treasury shares held by the Company at

the date of the meeting, the voting rights of which, in accordance with the law, are suspended, and the amount of which will be made known upon opening meeting.

The information set forth in this paragraph is available at www.astaldi.com

ENTITLEMENT TO ATTEND THE MEETING.

Pursuant to art. 11 of the Company's By-laws, Shareholders' meetings may be attended by those who are entitled to vote in accordance with the appropriate attestations issued and forwarded by the brokers pursuant to the law. To this respect, pursuant to art. 83-sexies of the T.U.F. (the Italian Financial Services Act), the entitlement to attend Shareholders' meeting and to vote thereat is attested by a notice to be given to the Company by the broker according to the latter's accounting records, setting forth the name of the entity entitled to vote, as it appears from the records of the accounts as per art. 83-quater, paragraph 3, of the Italian Financial Services Act, as at the end of the accounting day of the seventh stock market working day prior the date fixed for the Shareholders' meeting (i.e. April 17, 2014). Those who appear to have become Shareholders after such date will not be entitled to attend the Shareholders' meeting and vote thereat. The notices to be given by the brokers as per this paragraph, shall have to be received by the Company within the end of the third stock market working day prior to the date fixed for the first-call meeting (i.e. the 25th of April, 2014). It is understood that the entitlement to attend the Shareholders' meeting and to vote thereat is granted also in the event the Company receives any such notice beyond said deadline provided that it is received before the start of the meeting of each respective call.

VOTE BY PROXY AND VOTE BY MAIL OR BY ELECTRONIC MEANS.

The holder of the voting right may have himself/herself represented by written proxy, subject to any incompatibility and within the limits provided for by the laws and regulations in force and the provisions of the Company's By-laws. To such

purpose may be used the form of proxy attached at foot of the authorized broker's certification, to be issued to the entity who is entitled to vote, or the form of proxy available at the Company's website www.astaldi.com ("*Governance/Shareholders Meeting*" menu). In accordance with art. 12 of the Company's By-laws, every Shareholder may issue the proxy through the website section "*Governance/Shareholders Meeting*" of the Company website.

As provided for by the Company's By-laws, the Company waives the right to appoint a "common representative", as provided for by art. 135-undecies, § 1, of the Italian Financial Services Act.

The Company's By-laws do not provide for any procedure for casting votes by mail or by electronic means.

QUESTIONS ON THE TOPICS OF THE AGENDA.

Pursuant to art. 127-ter of the Italian Financial Services Act, those entitled to vote may make questions on the topics of the agenda also prior to the Meeting. Any such question, jointly with the information required to establish the identity of the one entitled thereto, will have to be made to the Chairman of the Board of Directors in writing, by means of registered letter with acknowledgement of receipt, to be sent to the Company's registered office, attn.: *Servizio Affari Societari, Corporate Governance e Ufficio di Presidenza*, or by means e-mail to segreteria.societaria@astaldi.com. Any such question has to be received within 3 working days prior to the first-call meeting (i.e. April 24, 2014) and they will be answered, also by one sole answer in the event of questions on the same subject, at the latest during the Meeting.

SUPPLEMENTS TO THE AGENDA AND INTRODUCTION OF NEW PROPOSALS OF RESOLUTION.

Pursuant to art. 126-bis of the Italian Financial Services Act, the Shareholders who

represent, also jointly, one fortieth of the share capital may request, within ten days after publication of this notice of calling (i.e. within April 7, 2014), to supplement the list of the topics to be discussed, setting forth the additional topics proposed by the same in their request, or submit proposals of resolution on topics already included in the agenda. The request, jointly with the certificate attesting the entitlement to attend the meeting, has to be made to the Chairman of the Board of Directors in writing, by means of registered letter with acknowledgement of receipt, to be sent to the Company's registered office, attn.: *Servizio Affari Societari, Corporate Governance e Ufficio di Presidenza*, or by means e-mail to segreteria.societaria@astaldi.com, jointly with the information required to establish the identity of the requesting parties. A report setting forth the grounds for the proposals of resolution on the new topics they propose to discuss or the grounds for the additional proposals of resolution made in connection with topics already included in the agenda, has also to be filed, according to the same procedure and within the same deadline, to the managing body. It is further reminded that the agenda can not be supplemented with topics upon which the Shareholders' Assembly resolves, pursuant to the law, on the directors' proposal or on the basis of a project or plan drawn up by the same, other than those provided for by art. 125-ter, paragraph 1, of the Italian Financial Services Act.

DOCUMENTS.

The documents relating to the topics of the agenda shall be filed with the Company's registered office (in Rome – Via Giulio Vincenzo Bona, 65) and in the Company's website www.astaldi.com (*Governance/Shareholders' Meeting* menu) and, anyway, as provided for by the laws and regulations in force, the Shareholders being entitled to examine the same and to obtain copy thereof. More precisely, the following documents will be made available: (i) the Directors' Reports on topics 1, 2 and 3 of

the agenda of the ordinary session, and on topic 1 of the agenda of the extraordinary session, at least 30 days prior to the Meeting, under art. 125-ter of the Italian Financial Services Act; (ii) the annual financial report and the other documents as per art. 154-ter, paragraph 1, of the Italian Financial Services Act, the Remuneration Report and the Report on the Purchase and Sale of Company's Own Shares, at least 21 days prior to the Meeting, pursuant to arts. 123-ter, 125-ter and 154-ter of the Italian Financial Services Act, and arts. 73 and 84-quater of Consob Regulation 11971/99. The same documents will be further made available at www.astaldi.com ("*Governance/Shareholders Meeting*" menu). A report summarizing the vote results, setting forth the number of shares attending the Shareholders' meeting, personally and by proxy, the number of shares voted, the percentage of capital represented by such shares, as well as the number of shares voted for and against the resolution, and the number of abstentions, will be published within five days after the Shareholders' Meeting in the same section of the Company website. The minutes of the Shareholders' Meeting as per section 2375 of the Italian Civil Code will be anyway made available at www.astaldi.com ("*Governance/Shareholders Meeting*" menu) within thirty days after the date on which Shareholders' meeting was held.

EXPERTS, FINANCIAL ANALYSTS AND JOURNALISTS.

Accredited experts, financial analysts and journalists desiring to attend the Shareholders' Meeting will have to file a proper application with Astaldi S.p.A. – Attn. External Relations and Investor Relations Dept. – by e-mail to the address to investor.relations@astaldi.com or by fax to No. +39-06-41.76.67.33 – not later than two working days before the date fixed for the first call Meeting.

This notice of calling is published in the Company's website www.astaldi.com ("*Governance/Shareholders Meeting*" menu) on March 28, 2014, and as an abstract in the daily newspaper "Il Sole 24 Ore" of March 29, 2014.

Rome, this 28th of March,2014

On behalf of the Board of Directors

The Chairman

Paolo Astaldi